

VERIFICATION

STATE OF NEW YORK)
)ss.
COUNTY OF NEW YORK)

STEVE M.S. MADRA, being duly sworn, deposes and says under penalty of perjury, pursuant to CPLR § 2106, that he is an attorney admitted to practice in the courts of this state and that he is an associate with the firm of COLE SCHOTZ MEISEL FORMAN & LEONARD, P.A., attorneys for the defendant EMPIRE INTERNATIONAL LTD., in the within action; that the foregoing VERIFIED ANSWER AND COUNTERCLAIM is true to his own knowledge, except as to those matters therein stated to be upon information and belief, and as to those matters, he believes them to be true.

That this verification is sworn to by counsel for defendant EMPIRE INTERNATIONAL LTD., is because upon information and belief, defendant EMPIRE INTERNATIONAL LTD., does not reside within the County where COLE SCHOTZ MEISEL FORMAN & LEONARD, P.A. has their office at the time this verification is executed, and the source of counsel's information, and the grounds for his belief are the records kept in the offices of said attorney for defendant EMPIRE INTERNATIONAL LTD, in connection with this action.

/s/ Steve M.S. Madra
STEVE M.S. MADRA

Sworn and subscribed to before
me this 15th day of May, 2007

/s/ Nolan E. Shanahan
Notary Public